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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
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LEHMAN BROTHERS HOLDINGS INC., et al.,	:
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Debtors.	:
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**DECLARATION OF ALFREDO R. PEREZ IN SUPPORT OF
ORDER TO SHOW CAUSE SCHEDULING A HEARING TO CONSIDER
DEBTORS' MOTION FOR ENTRY OF AN ORDER
PURSUANT TO SECTIONS 363 AND 365 OF THE BANKRUPTCY CODE AND
FEDERAL RULES OF BANKRUPTCY PROCEDURE 6004, 6006 AND 9019
AUTHORIZING LEHMAN BROTHERS HOLDINGS INC. TO (A) ENTER INTO A
PARTNERSHIP INTERESTS PURCHASE AGREEMENT, (B) COMPROMISE AND
RELEASE A PORTION OF AN INTERCOMPANY LOAN, AND (C) ASSIGN THE
REMAINDER OF SUCH INTERCOMPANY LOAN TO PURCHASERS**

ALFREDO R. PEREZ, being duly sworn, hereby declares pursuant to section
1746 of title 28 of the United States Code:

1. I am an attorney admitted to practice before this Court and a member of
Weil, Gotshal & Manges LLP, attorneys for Lehman Brothers Holdings Inc. ("LBHI") and its

affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors” and, collectively with their non-debtor affiliates, “Lehman”).

2. I am submitting this declaration in support of the Order to Show Cause being contemporaneously submitted to schedule a hearing on expedited notice with respect to the Debtor’s motion (the “Sale Motion”)¹ pursuant to sections 363 and 365 of the Bankruptcy Code, and Rules 6004, 6006, and 9019 of the Federal Rules of Bankruptcy Procedure, for entry of an order approving a certain partnership interests purchase agreement and certain related transactions involving LBHI’s non-debtor subsidiary, Eagle Energy Partners I L.P. (“Eagle”).

3. The Debtors respectfully submit that expedited consideration of the Sale Motion is warranted for the following reasons:

- i. Eagle Energy Partners I L.P. (“Eagle”) provides energy management and marketing services. Eagle also engages in gas supply, transport, and storage for wholesale natural gas and power clients. Eagle has historically relied on LBHI for extensions of credit in order to fund its ongoing operations. At present, Eagle owes LBHI approximately \$663,861,636. Due to the commencement of LBHI’s chapter 11 case, continued funding from LBHI is not an option. Consequently, Eagle’s operations have been disrupted and its value has been negatively impacted. Moreover, the value of Eagle’s business as a going-concern is not based solely on physical assets or inventory, but also on assets that are easily and readily portable, such as its employees and customer accounts.
- ii. In connection with the Sale Motion, EDF Trading North America Management LLC and EDF Trading North America Inc. (the “Purchasers”) will purchase the outstanding general and limited partnership interests of Eagle. The Purchasers, which are subsidiaries of the French utility EDF, operate in the global wholesale energy markets and have sufficient liquidity to stabilize Eagle’s operations. The Debtors believe that the closing of this transaction should take place as quickly as possible in order to avoid any further loss of value to the assets.

¹ Capitalized terms that used but not defined here have the meanings ascribed to them in the Contract Procedures Motion.

- iii. Under Bankruptcy Rule 2002(a), motions to sell assets outside the ordinary course and compromise claims require twenty-days' notice. The Debtors filed the Sale Motion on October 1, 2008, and request that it be heard at the next omnibus hearing on October 16, 2008, a date that will give all parties in interest fifteen days' notice of the Sale Motion.

4. Accordingly, the Debtors request that the Court enter the Order to Show Cause and schedule a hearing to consider the Sale Motion on October 16, 2008, at 10:00 a.m. (New York Time).

Dated: October 2, 2008
New York, New York

/s/ Alfredo R. Pérez
Alfredo R. Pérez